



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191

RECORDATION NO. 13170-H FILED 1425

SEP 10 1996 10 50 AM

J. Gary Lane  
General Counsel - Corporate

**Writer's Direct Dial Number**

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August 29, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of August 20, 1996. The primary document to which this is connected is recorded under Recordation No. 13170.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Chemical Bank (as successor by merger  
to Manufacturers Hanover Trust Company)  
450 West 33rd Street  
New York, NY 10001

LESSEE/GUARANTOR: Norfolk Southern Railway Company  
(formerly Southern Railway Company)  
Three Commercial Place  
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
239	100-ton Open Top Hopper Cars	HT	352373-352611
97	100-ton Open Top Hopper Car	HMS	105150-105246

SEP 10 10 49 AM '96  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

20

GP50 Diesel-Electric  
Locomotives

B-B

7073-7092

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Board's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated August 20, 1996, to terminate Equipment Trust Agreement with Recordation No. 13170, dated August 1, 1981, and originally covering 239 100-ton open top hopper cars numbered 352373-352611, 97 100-ton open top hopper cars numbered 105150-105246, and 20 diesel-electric locomotives numbered 7073-7092, all inclusive.

Very truly yours,



J. Gary Lane

jgl  
encl.

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001**

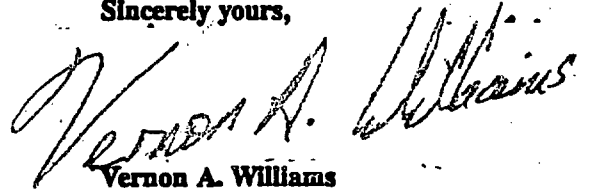
9/10/96

J. Gary Lane  
General Counsel-Corporate  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9:10:96 at 10:50AM, and assigned recordation number(s). 13170-H.

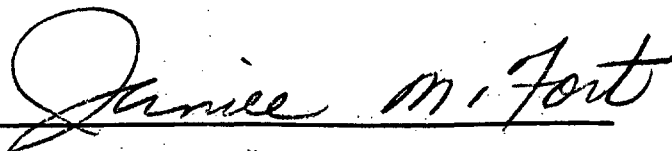
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00. The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 4 of 1981

RECORDATION CO. / 31 70 H  
FILED 1986  
SEP 10 1996 10 50 AM

IN WITNESS WHEREOF, THE BOARD OF DIRECTORS OF THE TRUST HAS CAUSED THIS CERTIFICATE TO BE SIGNED BY ITS PRESIDENT AND ATTESTED BY ITS SECRETARY.

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (as successor by merger to Manufacturers Hanover Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of August 1, 1981, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 4 of 1981 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Agreement and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto and its corporate seal to be affixed and attested by its duly authorized officers, this 20<sup>th</sup> day of August, 1996.

CHEMICAL BANK (as successor by  
merger to Manufacturers Hanover  
Trust Company), as Trustee

By: [Signature]  
Title: Vice President

ATTEST:

[Signature]  
Trust Officer

STATE OF NEW YORK           )  
   )  
 COUNTY OF NEW YORK        )

On this 20<sup>th</sup> day of August, 1996, before me, a  
 Notary Public, personally appeared W.B. Dodge, to  
 me personally known, who, being by me duly sworn, says he is a  
 Vice President of <sup>formerly</sup> THE CHASE MANHATTAN BANK, <sup>of</sup> Chemical Bank, that the seal  
 affixed to the foregoing instrument is the corporate seal of said  
 corporation, that said instrument was signed and sealed on behalf  
 of said corporation by authority of its Board of Directors, and  
 he acknowledged that the execution of the foregoing instrument  
 was the free act and deed of said corporation.

  
 Notary Public

My commission expires:

ANNABELLE De LUCA  
 Notary Public, State of New York  
 No. 0106015700  
 Qualified in Kings County  
 Certificate Filed in New York County  
 Commission Expires July 14, 1997

ATTENTION: ALL INFORMATION  
NOT TO BE RELEASED TO THE  
PUBLIC OR TO ANY OTHER  
PERSON OR ENTITY WITHOUT  
THE WRITTEN AUTHORIZATION  
OF THE FBI